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June 25, 1991

JUN 25 1991 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies of a Memorandum of Lease of Railroad Equipment dated as of December 30, 1990 (relating to a Lease Agreement dated as of August 22, 1990), a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Chrysler Rail Transportation Corporation
225 High Ridge Road
Stamford, Connecticut 06905-3032

Lessee: Lamb-Weston, Incorporated
8701 West Gage Boulevard
Kennewick, Washington 99336

A description of the railroad equipment covered by the enclosed document is set forth in Annex A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two (2) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

17395

8/5

NSW NUMBER

JUN 25 12 59 PM '91
RECORDING UNIT

CT Kappler

Charles T. Kappler

Mr. Sidney L. Strickland, Jr.
June 25, 1991
Page Two

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease of Railroad Equipment dated as of December 30, 1990 between Chrysler Rail Transportation Corporation, Lessor and Lamb-Weston, Incorporated, Lessee, covering 43 sixty foot, 100 ton Box Cars, XTRA 200 - XTRA 242, both inclusive.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of December 31, 1990

Equipment Description:

Sixty-foot, 100 ton Box Cars with Cryogenic Cooling System Rebuilt by the Livingstone Rebuilt Center in 1991.

Reporting Marks:

XTRX

Car Numbers:

200-242 inclusive

17395

JUN 25 1991 -1 05 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

CHRYSLER RAIL TRANSPORTATION CORPORATION ("LESSOR")

AND

LAMB-WESTON, INCORPORATED ("LESSEE")

DECEMBER 31, 1990

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease Agreement, dated as of August 22, 1990 (the "Lease") between Lamb-Weston, Incorporated, a Delaware Corporation (the "Lessor"), and Chrysler Rail Transportation Corporation, Delaware corporation (the "Lessor"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor is the owner of Forty-three (43) Sixty Foot, 100 ton Box Cars with a Cryogenic Cooling System more fully described in Annex A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 30th day of December, 1990.

LESSOR

Chrysler Rail Transportation Corporation

ATTEST:

Phil Hollis

Title: Transaction Administrator

By:

Philip A. Dabiec

Title: Sr Transaction Manager

LESSEE

Lamb-Weston, Incorporated

ATTEST:

[Signature]

Title: Treasurer

By:

[Signature]

Title: VP Finance

ANNEX A

to

Memorandum of Lease of Railroad Equipment

Dated as of December 31, 1990

Equipment Description:

Sixty-foot, 100 ton Box Cars with Cryogenic Cooling System Rebuilt by the Livingstone Rebuilt Center in 1991.

Reporting Marks:

XTRX

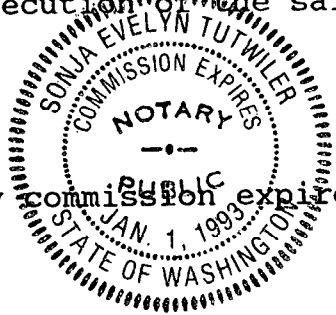
Car Numbers:

200-242 inclusive

STATE OF WASHINGTON

COUNTY OF BENTON

On this 7th day of JUNE, 1991, before me personally appeared JEROME H. BAGLIEN, to me personally known, who being by me dully sworn, says that he is the VICE PRESIDENT FINANCE of LAMB-WESTON, INC., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



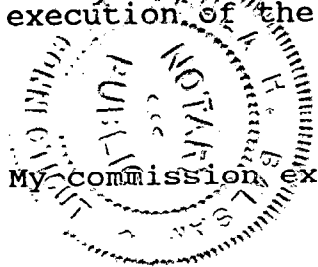
Sonja Evelyn Tutwiler
NOTARY PUBLIC

My commission expires: 1-1-93

STATE OF CONNECTICUT

COUNTY OF Fairfield

On this 24th day of June, 1991, before me personally appeared Philip A. Dabice, tome personally known who being by me dully sworn, says that he is the Senior Transaction Manager of CHRYSLER RAIL TRANSPORTATION CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Paula H. Babson
NOTARY PUBLIC

My commission expires: